

Chapter Bylaws*

For The

Stanislaus-San Joaquin Bi-County Special Districts Association

A Chapter of the

California Special Districts Association

Approved: November 10, 2022

Amended: _____

Amended: _____

These bylaws were written as a basic document to assist in the expansion and development of chapters of the California Special Districts Association (CSDA). **The portions that have been bolded are to be considered mandatory by any new chapter wishing to be affiliated with CSDA.*

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ARTICLE 1: NAME, PURPOSE and OBJECTIVES

Section 1.1 Name

The name of this Chapter shall be the Stanislaus-San Joaquin Bi-County Special Districts Association.

This Chapter is a member of the State office of the California Special Districts Association and hereinafter is referred to as the “Stanislaus-San Joaquin Bi-County Chapter.”

These Chapter bylaws are intended to supplement and be consistent with the California Special Districts Association bylaws, and shall serve to guide the local activities of this Chapter.

Section 1.2 Purpose

It is the purpose of this Chapter to propose and advocate constructive means for the improvement and functioning of Independent Special Districts within the Counties of Stanislaus and San Joaquin and to assist such Independent Special Districts and their governing bodies to provide an effective and efficient government that will result in benefits to the public and to cooperate with and support CSDA in fulfilling its mission.

Section 1.3 Objectives

The objectives of the Stanislaus-San Joaquin Bi-County Chapter shall be:

- A. To provide a local forum for member districts to discuss and consider issues of importance to special districts.
- B. To establish a communication network among member districts, other chapters, and other local governmental agencies.
- C. To carry out workshops, educational seminars and programs of mutual interest and benefits to member districts.
- D. To make recommendations regarding policy, programs, services and legislation to the Board of Directors of the California Special Districts Association.
- E. To inform the public about the purpose and benefits of local special district government.
- F. To carry out joint studies which benefit the special districts in the Chapter.
- G. To serve as the forum for LAFCO Special District Selection Committee.

Section 1.4 Administrative Office

The administrative office for the transaction of the business of the Stanislaus-San Joaquin Bi-County Chapter is to be the office of the Secretary of the Chapter.

ARTICLE 2: MEMBERSHIP

Section 2.1 Types of Membership

The two types of memberships available in the Stanislaus-San Joaquin Bi-County Chapter are Regular Memberships and Partner Memberships. Business Affiliates shall be eligible for Partner Membership.

Section 2.2 Qualifications for Membership

A. Regular Members:

Any independent special district whose boundaries, in whole or in part, are within the Counties of Stanislaus or San Joaquin, may become a regular member of the Chapter upon a majority vote of the regular membership and upon payment of annual Chapter dues (if the Chapter adopts dues in the future).

Any independent special district within the Counties of Stanislaus or San Joaquin that is a regular member of the statewide CSDA may become a regular member of the Chapter.

Independent special districts are defined to mean districts, exclusive of school districts, which are organized and exist under and by virtue of the laws of the State of California to perform authorized local government services. A special district does not include State, County, City or School District governmental entities.

A regular member may attend and participate in all meetings and activities of the Chapter. Regular members shall have voting rights and shall be eligible to hold office in the Chapter.

B. Partner Members:

Any dependent special district whose boundaries, in whole or in part, are within the Counties of Stanislaus or San Joaquin may become a partner member upon majority vote of the regular membership and payment of statewide CSDA membership dues.

In addition, any person, government agency or organization that has evidenced interest in the purposes and goals of the Chapter, but is not a

special district as defined above, may also become a partner member upon approval of membership.

Partner members shall not have the right to vote, nor shall they serve as officers or members of the Chapter Executive Committee, except when appointed by a majority vote of the Chapter's regular members to serve in that capacity. Partner members may attend and participate in meetings and activities of the Chapter.

Section 2.3 Application for Membership

Application for membership in the Stanislaus-San Joaquin Bi-County Chapter shall be by letter. The letter shall include:

- A. Type of membership requested.
- B. Name, address, telephone number, email, or fax of the applicant.
- C. Name of individual who will serve as representative and alternate from the applicant.
- D. Special districts must provide its primary functions and its enabling legislation under state law.
- E. Special districts must provide names of the current governing board members and manager.
- F. Special districts must provide a resolution by the governing board requesting membership.
- G. If applicant is from a non-special district, they must submit a statement of interests and purposes in common with the Chapter.

The application for membership and dues should be sent to the Administrative Office as stated in Article I, Section 4 of these bylaws. The Executive Committee of the Chapter may appoint a Membership Committee to review requests for membership. The Membership Committee may request additional information from the applicant. Upon completion of review, the Membership Committee shall make a recommendation to the general membership. A quorum of the regular membership will approve or disapprove the application upon a majority vote.

Section 2.4 Termination of Membership

Any member owing payment of dues to the statewide CSDA, as determined by the statewide CSDA's schedule, shall be notified in writing by the CSDA of delinquent dues. If such dues continue to be unpaid for an additional month, the member shall automatically cease to be a member of the Chapter. The member shall not be restored to Chapter membership without making written application for reinstatement to the Chapter officers and payment of delinquent dues to the statewide CSDA.

A member district may withdraw membership in the Chapter at any time. A written notice should be sent to the Administrative Office.

Section 2.5 Meetings of Membership

The membership shall meet on an established basis at a time and place to be determined by the membership or the Chapter President, unless specified otherwise by the Executive Committee.

A. Regular Meetings

Regular meetings of Chapter members shall be held quarterly at a specific date, place and time designated by the members. Written notice of regular meetings providing the time, place and agenda shall be mailed, faxed, or emailed to each member of the Chapter no less than twenty (20) days prior to the meeting.

B. Annual Meeting

The annual meeting of Chapter membership shall be held in 3rd quarter of each calendar year (defined as July, August, or September) at such place determined by the members for the purpose of electing Officers. Written notice of the annual meeting, providing the time, place and agenda, shall be mailed, faxed or emailed to Chapter members no less than twenty (20) days prior to the date of the meeting.

C. Special Meetings

Special meetings of the Chapter membership may be called at any time by the President upon request of three Chapter members. Written notice of a special meeting, providing the time, place and agenda, shall be mailed, faxed or emailed to each member of the Chapter at least 14 days before the time set for the meeting.

Section 2.6 Rules Governing Membership Meetings

A. Rules of Order

The Chapter may adopt Rules of Order to govern the meetings of the members insofar as such rules are not inconsistent or in conflict with these Bylaws or the Articles of Incorporation for the State office of the California Special Districts Association.

B. Agenda Items

Any active member of the Chapter may place an item on the agenda for future meetings. The item must be submitted in writing to the President at least four weeks prior to the meeting. Emergency items may be added to the agenda with less notice when approved by the President prior to the meeting.

C. Insurance Liability

Each member district shall provide proof of insurance that covers the member district's employees or Board members/directors while engaged in Chapter business. There shall be no liability assumed by the agency hosting any meetings.

ARTICLE 3: VOTING RIGHTS

Section 3.1 Quorum of Membership

A quorum for all meetings of the membership shall consist of (50) percent plus one (1) of the Chapter's regular membership who are in good standing present at any meeting where a notice and agenda have been mailed, faxed or emailed not less than twenty (20) days in advance of the meeting date to all member district.

Section 3.2 Regular Membership Voting Rights

A. One Vote Per Member District

Each regular member district shall be entitled to one (1) vote on all matters brought before the Chapter membership.

B. Official Voting Representative

The governing body of each regular member district shall designate, in writing, to the Chapter Secretary, one representative who shall exercise the district's right to vote, and one alternate who shall have the right to vote in the absence of the assigned voting representative. The vote of the district shall be cast by the designated representative of the district or the alternate member of the district.

If several members of a special district are in attendance, and no designated voting representative has been selected, they shall select one representative for voting purposes which may include a member of a Board of Directors or an administrator from a member district.

C. Proxy Votes

Proxy votes shall not be permitted.

D. Partner Members Votes

Partner members shall not have the right to vote on any matter before the Stanislaus-San Joaquin Bi-County Chapter.

Section 3.3 Member in Good Standing

Any independent special district member that has paid their annual dues to the statewide CSDA shall be entitled to vote as a regular member in good standing. Likewise, any member district that has not paid their annual dues shall not be in good standing and shall not be entitled to vote on matters before the Stanislaus-San Joaquin Bi-County Chapter .

Partner members that have paid their annual dues to the statewide CSDA are in good standing and, while not allowed to vote on any issues, are able to participate the operations and activities of the Chapter.

Section 3.4 Written Ballots

The Chapter Executive Committee may, in its discretion, authorize the voting upon any item by written ballot. The ballot must be mailed to each regular member twenty (20) days in advance of the voting deadline. The ballot must specify the item, the time and the date when such written ballot must be returned to the President of the Chapter.

ARTICLE 4: CHAPTER FINANCES

Section 4.1 Annual Dues

As of May 29, 2020 (and reaffirmed with the expansion of the Chapter to include San Joaquin County districts on November 10, 2022), the Chapter Officers have elected to have membership dues of zero for the calendar year for the Stanislaus-San Joaquin Bi-County Chapter.

Annual dues for the Stanislaus-San Joaquin Bi-County Chapter may be established following a recommendation from the Executive Committee at any regular meeting by a majority vote of eligible regular members present and shall become effective the month after the regular meeting when the dues are adopted.

If member dues are established, the following provisions will apply:
All members shall pay dues established annually by the membership.

The annual dues shall be due and payable on a schedule determined by the Chapter membership and shall be delinquent at a time determined by the Chapter membership. A member determined to be delinquent in the payment of dues to the Stanislaus-San Joaquin Bi-County Chapter for a period determined by the Chapter shall cease to be a member of the Chapter.

New members shall pay their annual dues to the Stanislaus-San Joaquin Bi-County Chapter at the same time they are approved for membership into the Chapter. Membership dues for new members shall be pro-rated for the initial first year only.

Section 4.2 Budget

As of May 29, 2020 (and reaffirmed with the addition of San Joaquin County districts on November 10, 2022), the Stanislaus-San Joaquin Bi-County Chapter has elected to have a budget of zero.

If at such time a budget is developed, the Executive Committee shall determine and recommend the annual budget, upon which the annual dues shall be based.

Section 4.3 Additional Funds

Any additional funds required by the Chapter in the conduct of its routine business shall be raised on a vote by a majority of regular members at a regular and properly noticed meeting.

Assessments for specified and approved purposes may be levied on the members, and members shall be subject to or liable for the payment of any assessment or levy, in addition to the payment of regular dues, upon approval of such assessment by two-thirds (2/3s) of the Regular Membership at a regular and properly noticed meeting.

Section 4.4 Chapter Liability

Neither CSDA nor a member of the Stanislaus-San Joaquin Bi-County Chapter is individually or personally liable for the debt, liabilities or obligations of the Stanislaus-San Joaquin Bi-County Chapter.

Section 4.5 Annual Financial Report

If the Stanislaus-San Joaquin Bi-County Chapter at some time receives revenues and makes expenditures, an annual summary of all receipts and disbursements during the previous year showing the opening and closing balances shall be prepared by the Treasurer or a designee.

Copies of the review shall be available to all Chapter members and filed with the Chapter President.

ARTICLE 5: CHAPTER ADMINISTRATION

Section 5.1 Officers

The officers of the Stanislaus-San Joaquin Bi-County Chapter shall be a President, Vice-President, Secretary, and Immediate Past President

The President may appoint additional officers and committee chairman as may be necessary to carry out the business of the Chapter.

For the orderly and efficient conduct of duties, the Chapter, by majority vote of the regular membership, may appoint a specified member district to serve as the Secretary and/or Treasurer. If necessary, the Chapter may choose to designate an associate member to serve as the Secretary and/or Treasurer.

Section 5.2 Term of Office

Each officer shall serve for a term of two (2) years.

Any officer may be re-elected to succeed himself or herself.

Each officer can hold only one office at a time but may rotate from office to office if elected by the regular membership.

Each officer shall hold his office until he or she resigns, is disqualified to serve, or until his or her successor shall be elected or appointed.

Section 5.3 Qualification for Office

Each officer shall, at the time of elections, at the time of office and throughout the term of office, be a representative of a member district.

Each officer must represent a district deemed to be in good standing.

No member district shall have more than one representative from the district serve as an officer of the Chapter at the same time.

Section 5.4 Nomination and Election of Officers

The Chapter President shall activate the Nominating Committee at meeting prior to the annual meeting.

The Nominating Committee shall present their nominations at the annual meeting. The Nominating Committee shall also accept nominations from the floor at that time.

At the annual meeting, any member district through its designated representative may nominate a qualified member from the floor for office to be filled at the election. If such a nominee is elected, the individual shall be eligible to take office only after filing with the Chapter a copy of a motion or resolution adopted by the Board of Directors of the individual's district supporting such an election.

After accepting any further nominations from the floor, the Nominating Committee will conduct the election. The candidates receiving a majority of votes shall be considered elected.

The newly elected officers shall take office the month after the annual meeting.

Section 5.5 Vacancies

In the event that any officer at the time of taking office, or during the term of office, is no longer qualified to serve as an officer of the Chapter, the office shall become vacant and said vacancy shall be filled in a manner provided in Section 5.4.

In the event of a vacancy in the office of President, the Vice President shall assume all presidential duties.

The assumption of the office of President by the Vice President shall constitute a vacancy in the office of the Vice President. The new vacancy shall in turn be filled by a nomination and vote of the membership present at the next regular Chapter meeting.

The Vice President moving into the office of President or elected to complete an unexpired term of Vice President may be elected by the membership to a subsequent full term.

A vacancy in the office of Secretary or Treasurer shall be filled by nomination and election at the next regular meeting.

Section 5.6 Removal of Officers

Officers of the Stanislaus-San Joaquin Bi-County Chapter may be removed, with or without cause, at any meeting of the general membership by the affirmative vote of a majority of the membership.

ARTICLE 6: DUTIES OF CHAPTER OFFICERS

Section 6.1 President

The President shall preside at all Chapter and Executive Committee meetings. The President shall have the power to appoint any Committee and Committee Chairperson deemed advisable or authorized by a vote of the Executive Committee or the membership. The President shall provide a meeting agenda to the Secretary or their designee for mailing to the membership and shall perform any other duties as may be required of the office. The President shall be an ex-officio member of all Chapter committees except the Nominating Committee. The President shall be the official

spokesperson for the Chapter and the official Chapter representative to all California Special Districts Association meetings.

Section 6.2 Vice President

The Vice President shall perform all the duties of President in the absence of the President. It shall be the Vice President's responsibility to assist the President in every way possible to further the goals of the Chapter. The Vice President shall be elevated to the office of President at the end of their term and shall also be an ex-officio member of all Chapter Committees except the Nominating Committee.

Section 6.3 Secretary

The Secretary shall keep or caused to be kept at the principal office of the Chapter a complete record of all membership and all meetings. The Secretary will prepare or caused to be prepared and mail, email or fax an agenda to the membership prior to the next meeting and the minutes of the previous meetings

Section 6.4 Treasurer

If the Stanislaus-San Joaquin Bi-County Chapter creates a Treasurer officer position, the Treasurer shall collect and keep an accurate accounting of all Chapter funds and financial transactions. The Treasurer shall disburse funds as directed by the Executive Committee. The Treasurer will prepare a financial report for every Chapter meeting.

Two (2) signatures shall be required from any member of the Executive Committee to disburse Chapter funds. It shall be the responsibility of the Treasurer to obtain and maintain the authorized signatories cards required on the Chapter bank account(s) whenever there is a change in Chapter officers.

Prior to leaving office, all financial records and a complete statement of receipts and disbursements shall be submitted to the President.

Section 6.5 Immediate Past President

The Immediate Past President shall serve as the Parliamentarian of the Chapter and shall make final decision on all matters of parliamentary procedure when called upon to do so by the President.

Section 6.6 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer (if established) and Immediate Past President.

It is the purpose of the Executive Committee to meet and provide leadership to the Chapter on issues requiring policy decisions. The Executive Committee may take positions on behalf of the Stanislaus County Chapter under certain emergency circumstances such as a request from the State office of the California Special Districts

Association or if a majority of Chapter members make a recommendation for a Chapter position and time is of the essence. If the Executive Committee takes a position on behalf of the Chapter, a notice of said position will be distributed to Chapter members within 72 hours and be presented for ratification at the next regularly scheduled Chapter meeting.

Each member of the Executive Committee shall have one vote.

If the District at any time has financial transactions whether being revenues or expenditures, the Executive Committee shall present an accounting of fund expenditures at the annual meeting. The Executive Committee shall also recommend the annual budget and Chapter goals and objectives. The President may convene the Executive Committee as necessary. Minutes of any Executive Committee meeting will be presented to the Chapter membership at the next regular meeting.

ARTICLE 7: CHAPTER COMMITTEES

Section 7.1 Standing Committees

The following committees are established as permanent standing committees of the Stanislaus-San Joaquin Bi-County Chapter. The chairperson and members shall hold office until replaced or changed by the Chapter President.

A. Nominating Committee

The Nominating Committee shall consist of three members. Members are appointed by the Chapter President at the winter regular meeting and shall present their nominations for officers at the spring meeting. The Nominating Committee shall conduct and oversee the Chapter elections.

B. Legislation Committee

The Legislation Committee shall receive, review and make recommendations on all legislation of interest to the Chapter membership that is presented for enactment during the state legislative sessions.

The Stanislaus-San Joaquin Bi-County Chapter shall not publish a legislative position that is in opposition to one taken by the State office of the California Special Districts Association, but may approve such a position at the Chapter level and recommend the position to the Statewide Association.

C. Local Government Committee

The Local Government Committee shall maintain liaison with city governments, county government and other organizations by tracking and reporting to the

Chapter related issues and activities. This committee shall further be responsible to facilitate the special district selection process for the purpose of LAFCo.

Section 7.2 Other Chapter Committees

The Chapter President shall appoint other committees and committee chairmen as determined necessary to carry out the work of the Chapter.

Committees shall not commit Chapter funds (if established and received) without prior approval from the Executive Committee.

ARTICLE 8: AFFILIATIONS

Section 8.1 State Office of California Special Districts Association

The Stanislaus-San Joaquin Bi-County Association shall be a separate legal entity in Stanislaus and San Joaquin Counties in support of the purposes and in cooperation with the activities of the State office of the California Special Districts Association.

All Stanislaus-San Joaquin Bi-County Chapter members must be members of the California Special Districts Association.

ARTICLE 9: AMENDMENTS TO CHAPTER BYLAWS

Section 9.1 Notification of Change

The Stanislaus-San Joaquin Bi-County Chapter shall have the power at any time to alter, amend or revise these Bylaws.

The requested change must be submitted in writing to the Secretary who shall notify all members of the proposed amendment change not less than twenty (20) days before the next regular membership meeting at which the proposed amendment will be voted upon.

Chapter bylaws and amendments to Chapter bylaws are subject to approval by the board of directors of the State office of the California Special Districts Association.

Section 9.2 Voting Requirements

Voting by the general membership is required for changes to the bylaws.

Any alteration, amendment or revision to the bylaws require a two thirds (2/3) vote of the Chapter membership at a duly noticed meeting to implement any proposed bylaw change.

Unless otherwise stipulated, all amendments to the bylaws shall become effective immediately following approval by the State office of the California Special Districts Association Chapter and the Chapter membership.

Certificate of Chapter President:

I, the undersigned, do hereby certify:

(1) That I am the duly appointed President of the Stanislaus-San Joaquin Bi-County Special Districts Association, and

(2) That the foregoing Bylaws, comprising of 15 pages, constitute the Bylaws of said Chapter as duly adopted at an organizational meeting of its membership.

In Witness whereof, I hereunto subscribe my name this December 7 of 2022.

X

David Heft
Stanislaus-San Joaquin Bi-County Special Districts Association

Therefore, any conflict between Chapter bylaws and California Special District Association bylaws shall be resolved in favor of the CSDA bylaws. Any article or section not expressly cited herein shall be read as the CSDA articles or section without modification.